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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

IN RE: CIRCUIT CITY STORES, INC., et al.

Debtors.

) Case No. 08-35653-KRH
) Jointly Administered
) Chapter 11 Proceedings
)

**MOTION OF THE LUCKNOW LANDLORDS
FOR AN ORDER COMPELLING PAYMENT OF
POST-PETITION RENT PURSUANT TO 11 U.S.C. § 365(d)(3)**

The following five related landlords: CC Wichita Falls 98 Trust; CC Ridgeland 98, L.L.C.; CC Philadelphia 98, L.L.C; CC Frederick 98, L.L.C.; and CC Countryside 98, L.L.C, (collectively the foregoing entities are hereinafter referred to as the “Lucknow Landlords”).by and through their undersigned counsel, hereby move for the entry of an Order compelling the above named debtors-in-possession (“Debtors”) to pay post-petition rent. In support of this Motion, the Lucknow Landlords respectfully state as follows:

Background

1. On November 10, 2008, the Debtor and its affiliates each filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code.

2. The Lucknow Landlords are parties to leases ("Leases") with one or more of the Debtors at the addresses set forth below:

- CC Wichita Falls 98 Trust : 3121 Lawrence Road, Wichita Falls, TX;
- CC Ridgeland 98, L.L.C: 1055 East Countryline Road, Ridgeland, MS;
- CC Philadelphia 98, L.L.C.: 7207 Bustleton Road, Philadelphia, PA;

- CC Frederick 98, L.L.C.: 5606 Buckeystown Pike, Frederick ,MD; and
- CC Countryside 98, L.L.C.: 9950 Joliet Road, Countryside IL.

The foregoing premises are hereinafter collectively referred to as the “Leased Premises”

3. The Debtors have been in possession of the Leased Premises since the filing of the petitions in this case.

4. The Debtors have failed to pay rent to the Lucknow Landlords for any of the Leased Premises for the post-petition period. Rent is due and payable in arrears on the last business day of each month. Accordingly, rent is due and owing for the “stub” period of November 10, 2008 through November 30, 2008, in the amounts set forth below:

- CC Wichita Falls 98 Trust : \$14,383.33
- CC Ridgeland 98, L.L.C: \$23,972.20
- CC Philadelphia 98, L.L.C.: \$34,394.45
- CC Frederick 98, L.L.C.: \$21,575.00; and
- CC Countryside 98, L.L.C.: \$35,684.45

The foregoing amounts are hereinafter collectively referred to as the “Stub Rents”

Relief Requested

5. The Lucknow Landlords respectfully request that the Court enter an Order that compels the Debtors to immediately pay the Stub Rents to the Lucknow Landlords. In addition to the Stub Rents, the Leases provide that the Lucknow Landlords are entitled to late charges if the rent is not timely paid. The Leases provide that a late fee equal to 2% above the Prime Rate charged by Citibank on each payment not paid timely. The first payment of post-petition rent was due on the Leases on November 28, 2008. The late charges accrue on a daily basis thereafter.

6. In addition, the Lucknow Landlords are entitled to be paid the post-petition rent on an ongoing basis on the last business day of each month, said rent being paid in arrears.

7. Section 365(d)(3) of the Bankruptcy Code states that the debtor-in-possession must “timely perform all the obligations of the debtor...arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected. ...” 11 U.S.C. § 365(d)(3). In enacting section 365(d)(3) of the Bankruptcy Code, Congress intended to

address the plight of landlords who, unlike professionals and other providers of goods and services to a debtor-in-possession in the ordinary course of business, are compelled to extend credit:

A second and related problem is that during the time the debtor has vacated space but has not yet decided to assume or reject the lease, the Debtors has stopped making payments due under the lease. These payments include rent due the landlord and common area charges which are paid by all the tenants according to the amount of space they lease. In this situation, the landlord is forced to provide current services - the use of its property, utilities, security, and other services without current payment. No other creditor is put in this position...

The bill would lessen these problems by requiring the Debtors to perform all the obligations of the debtor under a lease of nonresidential real property at the time required in the lease. This timely performance requirement will insure that the debtor-tenants pay their rent, common area, and other charges on time pending the Debtors' assumption or rejection of the lease.

130 Congo Rec. S8894-95 (daily ed. June 29, 1984) (remarks of Sen. Hatch).

8. This case presents the circumstances that Congress intended § 365(d)(3) of the Bankruptcy Code to address. The Debtors occupied and possessed the Leased Premises post-petition without performing their post-petition obligations under the Leases.

9. Courts have continually held that a landlord is entitled to immediate payment of post-petition, pre-rejection rental payments, pursuant to 11 U.S.C. § 365(d)(3). *See In re: Pudgie's Div. of New York, Inc.*, 202 B.R. 832 (Bank. S.D.N.Y. 1996); *see also In re: Wingspread Corp.*, 178 B.R. 305 (Bankr. D. Mass. 1995); *see also Manhattan King David Restaurant, Inc. v. Levine*, 163 B.R. 36 (S.D.N.Y. 1993); *see also In re: Rare Coin Galleries of American, Inc.*, 72 B.R. 415 (d. Mass 1987); *see also In the Matter of the Barrister of Delaware, Ltd.*, 49 B.R. 446 (Bankr. D. Del. 1985). Accordingly, the Court should enter an order that compels the Debtor to immediately pay the Post-Petition Rent to the Lucknow Landlords to satisfy their obligations under the Leases and § 365(d)(3) of the Bankruptcy Code.

10. Additionally, pursuant to the terms of the Leases, the Debtors are obligated to reimburse the Lucknow Landlords for the reasonable attorneys' fees and costs incurred by the Lucknow Landlords in connection with the Debtors' failure to comply with the terms of the Leases. Accordingly, the Lucknow Landlords respectfully requests that the Debtors be directed to pay the

attorneys' fees and costs incurred by the Lucknow Landlords in connection with the filing and prosecution of this Motion.

WHEREFORE, the Lucknow Landlords respectfully request this Court to enter an Order that compels the Debtors to immediately pay the Lucknow Landlords the amounts of, (i) CC Wichita Falls 98 Trust: \$14,383.33; (ii) CC Ridgeland 98, L.L.C: \$23,972.20; (iii) CC Philadelphia 98, L.L.C.: \$34,394.45; (iv) CC Frederick 98, L.L.C.: \$21,575.00; and (v) CC Countryside 98, L.L.C.: \$35,684.45, plus the Lucknow Landlords' reasonable attorneys' fees and costs and grant the Lucknow Landlords such other and further relief as this Court deems proper and equitable.

Dated: December 11, 2008

**CC Wichita Falls 98 Trust ; CC Ridgeland 98, L.L.C;
CC Philadelphia 98, L.L.C; CC Frederick 98, L.L.C.;
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By /s/ Paul S. Bliley, Jr.
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CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on the 11th day of December, 2008, a copy of the **Notice of Motion and Hearing** and the **Motion of the Lucknow Landlords for entry of an Order Compelling Payment of Post-Petition Rent Pursuant to 11 V.S.C. § 365(d)(3)** were via the Electronic Case Filing (ECF) system, as appropriate, and by First Class Mail (postage prepaid) on the following attached Service List:

/s/ Paul S. Bliley, Jr.
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Rule 2002 List

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